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ANIPLEX, INCORPORATED

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

ANIPLEX, INCORPORATED, a Japanese
corporation,

Plaintiff and Counter-Defendant,

v.

THE UPPER DECK COMPANY, a Nevada
corporation,

Defendant and Counter-Claimant.

CASE NO. 2:08-cv-00442-HDM-PAL

**SECOND DECLARATION OF JOSHUA J. POLLACK IN SUPPORT OF PLAINTIFF
AND COUNTER-DEFENDANT ANIPLEX, INCORPORATED'S MOTION FOR
PARTIAL SUMMARY JUDGMENT (CONFIDENTIAL)**

DECLARATION OF JOSHUA J. POLLACK

I, Joshua J. Pollack, declare as follows:

1. I am an attorney at law and an associate employed by Proskauer Rose LLP, counsel for Plaintiff and Counter-Defendant Aniplex, Incorporated (“Aniplex”) in this matter. I submit this declaration in support of Aniplex’s Motion for Partial Summary Judgment. I make this declaration of my own personal knowledge except where otherwise stated, and, if called upon to do so, I could and would testify competently to the matters set forth below.

2. Attached hereto as Exhibit 1 is a true and correct copy of a letter from counsel for Susumu Matsushita Enterprises, Inc., dated July 25, 2006, and Bates-stamped ANX036215-36217 (with certified English translation). The document was marked at the May 11-12, 2010 Deposition of Keiko Nobuoka (“Nobuoka Deposition”) as Exhibit 141, and authenticated by Hiroyuki Miwa in his Supplemental Responses to Deposition on Written Questions, dated July 29, 2010 (see the concurrently-filed First Declaration of Joshua J. Pollack (“First Pollack Decl.”) ¶ 22 & Exhibit 21 at Response No. 74).

3. Attached hereto as Exhibit 2 is a true and correct copy of a Memorandum, dated May 18, 2007, and Bates-stamped ANX035410-35416 (with certified English translation). The document was marked at the April 20-21, 2010 Deposition of Hideo Katsumata (“Katsumata Deposition”) as Exhibit 98, and authenticated at the June 2-3, 2010 Deposition of Koichiro Natsume (“Natsume Deposition”) (see First Pollack Decl. ¶ 15 & Exhibit 14 at 186:5-7, 191:4-192:24).


4. Attached hereto as Exhibit 3 is a true and correct copy of a Comprehensive Licensing Agreement, dated May 18, 2007, and Bates-stamped ANX035401-35409 (with certified English translation). The document was marked at the Katsumata Deposition as Exhibit 99, and authenticated at the Natsume Deposition (see First Pollack Decl. ¶ 15 & Exhibit 14 at 199:19-200:18).

5. Attached hereto as Exhibit 4 is a true and correct copy of a Joint Business Agreement, dated August 1, 2007, and Bates-stamped ANX034780-34785 (with certified

English translation). The document was marked at the Katsumata Deposition as Exhibit 100 and authenticated at the Nobuoka Deposition (see First Pollack Decl. ¶ 13 & Exhibit 12 at 214:19-216:2) and at the Natsume Deposition (see First Pollack Decl. ¶ 15 & Exhibit 14 at 204:12-206:4).

6. Exhibits 1 through 4 attached hereto were designated "Confidential" pursuant to the January 21, 2010 Stipulated Protective Order in this matter (Dkt. #99). Pursuant to the Stipulated Order to File Certain Documents Marked "Confidential" Under Seal, entered by the Court on August 4, 2010 (Dkt. #116), Aniplex is filing Exhibits 1 through 4 attached hereto under seal.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that I executed this declaration this 6th day of August, 2010 in Los Angeles, California.


Joshua J. Pollack

CERTIFICATE OF SERVICE

Pursuant to Federal Rule of Civil Procedure 5, I hereby certify that I am a member of Proskauer Rose LLP, and that I caused a true and correct copy of the foregoing **SECOND DECLARATION OF JOSHUA J. POLLACK IN SUPPORT OF PLAINTIFF AND COUNTER-DEFENDANT ANIPLEX, INCORPORATED'S MOTION FOR PARTIAL SUMMARY JUDGMENT (CONFIDENTIAL)** to be served on the parties in this action through the Federal Court CM/ECF system.

DATED this 6th day of August, 2010

/s/ Joshua J. Pollack

An associate with Proskauer Rose LLP, *admitted pro hac vice*

EXHIBIT 1 FILED UNDER SEAL

EXHIBIT 2 FILED UNDER SEAL

EXHIBIT 3 FILED UNDER SEAL

EXHIBIT 4 FILED UNDER SEAL